

**Harvey R. Miller
Stephen Karotkin
Irwin H. Warren
John A. Neuwirth
Michele J. Meises
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
(212) 310-8000**

**Attorneys for Debtors and
Debtors in Possession**

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X	:	

**NOTICE OF FILING OF EXHIBITS OFFERED INTO
EVIDENCE AT HEARING TO CONSIDER DEBTORS' MOTION
PURSUANT TO 11 U.S.C. §§ 105, 363(b), (f), (k), AND (m), AND 365 AND FED. R.
BANKR. P. 2002, 6004, AND 6006, TO APPROVE THE SALE PURSUANT TO
THE AMENDED AND RESTATED MASTER SALE AND PURCHASE AGREEMENT**

PLEASE TAKE NOTICE that, in accordance with Rule 8007-1(a) of the Local Bankruptcy Rules for the Southern District of New York, Motors Liquidation Company, *et al.* (f/k/a General Motors Corporation, *et al.* “**GM**”) and its affiliated debtors, as debtors (collectively, the “**Debtors**”), have filed the documents set forth in the schedule below (the “**Documents**”) so that they appear on the Bankruptcy Court’s ECF system (with the exception of those Documents that have already been filed and appear on the Bankruptcy Court’s ECF system or are concurrently being filed under seal (each as noted below)). These Documents were

exhibits that were introduced into evidence at the hearing before the Bankruptcy Court on June 30, July 1, and July 2, 2009 to consider GM's motion to sell assets under 11 U.S.C. § 363, among other things.

Party Introducing Exhibit	Exhibit Name and Number	Exhibit Title/Description	Comment
Unofficial Committee of Family and Dissident Bondholders	Bondholder 1	Plan B Support Team: 363 Kickoff Presentation dated April 7, 2009	Exhibit filed under seal
Unofficial Committee of Family and Dissident Bondholders	Bondholder 2	Cadwalader Presentation: "Use of 363 to expedite restructuring of OEMs"	Exhibit filed under seal
Unofficial Committee of Family and Dissident Bondholders	Bondholder 3	GM/UAW/UST/VEBA Discussion Presentation dated May 18, 2009	Exhibit filed under seal
Product Liability Claimants Advocates and Consumer Organizations	PLCA 1	363 Sale Update Presentation	Exhibit filed under seal
Product Liability Claimants Advocates and Consumer Organizations	PLCA 2	Email and attachment titled "Warrant Strike Price Calculation" sent from Stephen Worth to Harry Wilson and dated June 1, 2009	Exhibit filed under seal
The Objecting Unions: the IUE-CWA, United Steelworkers, and International Union of Operating Engineers	IUE Binder 1: Exhibits 1-8	Binder 1 of 2 containing IUE exhibits admitted into evidence at the 363 sale hearing	See Docket Nos. 1948, 1953, 1956, 2624, 2737
The Objecting Unions: the IUE-CWA, United Steelworkers, and International Union of Operating Engineers	IUE Binder 2: Exhibits 9-12	Binder 2 of 2 containing IUE exhibits admitted into evidence at the 363 sale hearing	Exhibits filed under seal
Ad Hoc Committee of Consumer Victims	AHCCV 1	Letter from B. Bressler to H. Miller dated April 7, 2009.	
Ad Hoc Committee of Consumer Victims	AHCCV 2	Letter from H. Miller to B. Bressler dated April 9, 2009.	
Ad Hoc Committee of State Attorneys General	AG 1	363 Sale Order	
Debtors	Debtors 1	Declaration of William C. Repko in Support of Debtors' Proposed Debtor	See Docket No. 68

Party Introducing Exhibit	Exhibit Name and Number	Exhibit Title/Description	Comment
		in Possession Financing Facility and Exhibits Thereto	
Debtors	Debtors 2	Supplemental Declaration of William C. Repko in Support of Debtors' Proposed Debtor in Possession Financing Facility	See Docket No. 422
Debtors	Debtors 3	Declaration of J. Stephen Worth in Support of the Proposed Sale of Debtors' Assets to Vehicle Acquisition Holdings LLC and Exhibits Thereto	See Docket No. 425
Debtors	Debtors 4	Supplemental Declaration of J. Stephen Worth in Support of the Proposed Sale of Debtors' Assets to Vehicle Acquisition Holdings LLC	See Docket No. 431
Debtors	Debtors 5	Declaration of Albert Koch and Exhibits Thereto	See Docket No. 435
Debtors	Debtors 6	Loan and Security Agreement by and between Borrower and U.S. Dept. of Treasury as Lender, dated as of December 31, 2008 (Execution Version), and all Appendices, Schedules, Amendments and Exhibits Thereto	
Debtors	Debtors 7	Guaranty and Security Agreement, dated as of December 31, 2008	
Debtors	Debtors 8	Equity Pledge Agreement, dated as of December 31, 2008	
Debtors	Debtors 9	Indenture, dated as of November 15, 1990, between GM and Wilmington Trust Company, as Successor Trustee, and all Amendments and Supplements Thereto	
Debtors	Debtors 10	Indenture, dated as of December 7, 1995, between GM and Wilmington Trust Company, as Successor Trustee, and all Amendments and Supplements Thereto	
Debtors	Debtors 11	Fiscal and Paying Agency Agreement, dated as of July 3, 2003, among GM, Deutsche Bank AG London and Banque Générale du Luxembourg S.A., and all Amendments and Supplements Thereto	

Party Introducing Exhibit	Exhibit Name and Number	Exhibit Title/Description	Comment
Debtors	Debtors 12	Fiscal and Paying Agency Agreement, dated as of July 10, 2003, among General Motors Nova Scotia Finance Company, GM, Deutsche Bank Luxembourg S.A. and Banque Générale du Luxembourg S.A., and all Amendments and Supplements Thereto	
Debtors	Debtors 13	Bond Purchase and Paying Agency Agreement, entered into as of May 28, 1986, by and between GM and Credit Suisse, and all Amendments and Supplements Thereto	
Debtors	Debtors 14	NADA Statement on GM's Revised Participation Agreement	
Debtors	Debtors 15	Affidavit of Frederick A. Henderson Pursuant to Local Bankruptcy Rule 1007-2, dated June 1, 2009	See Docket No. 21
Debtors	Debtors 16	Supplemental Affidavit of Frederick A. Henderson Pursuant to Local Bankruptcy Rule 1007-2, dated June 25, 2009	See Docket No. 2479
Debtors	Debtors 6A	Amended Master Sale and Purchase Agreement	
Debtors	Debtors 17	Second Amended Certificate of Service of Garden City Group	See Docket No. 2852
Environmental Conservation and Chemical Corp. Site Trust Fund	Bernstein 1	Order of Judge Nolan	
Environmental Conservation and Chemical Corp. Site Trust Fund	Bernstein 2	Consent Decree	
Environmental Conservation and Chemical Corp. Site Trust Fund	Bernstein 3	Trust Agreement	
Environmental Conservation and Chemical Corp. Site Trust Fund	Bernstein 4	Assessment	
State of Texas	Texas AG 1	GM cover letter dated June 1, 2009 regarding proposed Dealer	

Party Introducing Exhibit	Exhibit Name and Number	Exhibit Title/Description	Comment
		Participation Agreements	
State of Texas	Texas AG 2	GM proposed Dealer Participation Agreement dated June 1, 2009	
State of Texas	Texas AG 3	GM proposed letter agreement dated June 9, 2009 modifying the Dealer Participation Agreement	
State of Texas	Texas AG 4	Informal document request to WGM dated June 23, 2009	
State of Texas	Texas AG 5	Email transmission of June 23, 2009 request from J. Casey Roy to WGM	
State of Texas	Texas AG 6	GM cover letter dated June 1, 2009 accompanying the final version Dealer Participation Agreements	
State of Texas	Texas AG 7	GM final version Dealer Participation Agreements dated June 1, 2009	
State of Texas	Texas AG 8	GM final version of proposed letter agreement dated June 9, 2009 modifying the Dealer Participation Agreement	
State of Texas	Texas AG 9	Email exchange dated June 26, 2009 between Evert Christensen and J. Casey Roy, forwarding Exhibits 6, 7, and 8 to J. Casey Roy	
International Union, United Automobile, Aerospace and Agricultural Implement Workers of America	UAW 1	Declaration of David Curson	See Docket No. 2518
Oliver Addison Parker	Parker 1	Form 424B5 filed by GM on June 27, 2003	
Oliver Addison Parker	Parker 2	Treasury Secretary Paulson's Determination regarding TARP dated December 19, 2008 and accompanying letters to Congress	
Oliver Addison Parker	Parker 3	Treasury Secretary Geithner's Determination regarding TARP dated April 29, 2009	
United States of America	UST 1	Declaration of Harry Wilson and attached Exhibits	See Docket No. 2577
United States of America	UST 2	Intercreditor Agreement between GM and UST dated February 11, 2009	See Docket No. 2659
United States of America	UST 3	First Amendment and Consent Agreement between GM and UST	See Docket No. 2659

Party Introducing Exhibit	Exhibit Name and Number	Exhibit Title/Description	Comment
		dated February 11, 2009	
United States of America	UST 4	Intercreditor Agreement between GM and UST dated February 17, 2009	See Docket No. 2659

Dated: New York, New York
July 27, 2009

/s/ Harvey R. Miller
Harvey R. Miller
Stephen Karotkin
Irwin H. Warren
John A. Neuwirth
Michele J. Meises
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors and
Debtors in Possession